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loweralkyl, hydroxy,  $C_1-C_6$  alkoxy, benzyl-O-, benzyl-S- and  $C_1-C_6$  thioalkoxy, [(xii)] (xlv)  
phenyl  $C_1-C_6$  alkyl wherein the phenyl ring is unsubstituted or substituted as defined above,  
[(xiii)] (xv) di- $C_1-C_6$  alkylamino  $C_1-C_6$  alkyl, [(xiv)] (xvi)  $C_1-C_6$  alkoxy, (xvii) benzyl-O-,  
(xviii) benzyl-S- and [(xv)] (xix)  $C_1-C_6$  thioalkoxy;

R<sub>2</sub> is hydrogen or  $C_1-C_6$  loweralkyl;

R<sub>3</sub> is  $C_1-C_6$  loweralkyl;

R<sub>4</sub> is phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from

(i) halo, (ii)  $C_1-C_6$  loweralkyl, (iii) hydroxy, (iv)  $C_1-C_6$  alkoxy, (v) benzyl-O-, (vi) benzyl-S- and [(v)] (vii) thioalkoxy;

R<sub>5</sub> is hydrogen, halo,  $C_1-C_6$  loweralkyl, hydroxy,  $C_1-C_6$  alkoxy, benzyl-O-, benzyl-S- or  $C_1-C_6$  thioalkoxy;

R<sub>6</sub> is hydrogen or  $C_1-C_6$  loweralkyl;

R<sub>7</sub> is thiazolyl or oxazolyl wherein the thiazolyl or oxazolyl ring is unsubstituted or substituted with  $C_1-C_6$  loweralkyl;

X is hydrogen and Y is -OH or X is -OH and Y is hydrogen, with the proviso that X is hydrogen and Y is -OH when Z is -N(R<sub>8</sub>)- and R<sub>7</sub> is unsubstituted and with the proviso that X is hydrogen and Y is -OH when R<sub>3</sub> is methyl and R<sub>7</sub> is unsubstituted; and

Z is -O-, -S-, -CH<sub>2</sub>- or -N(R<sub>8</sub>)- wherein R<sub>8</sub> is  $C_1-C_6$  loweralkyl or  $C_3-C_7$  cycloalkyl; or a pharmaceutically acceptable salt, ester or prodrug thereof.

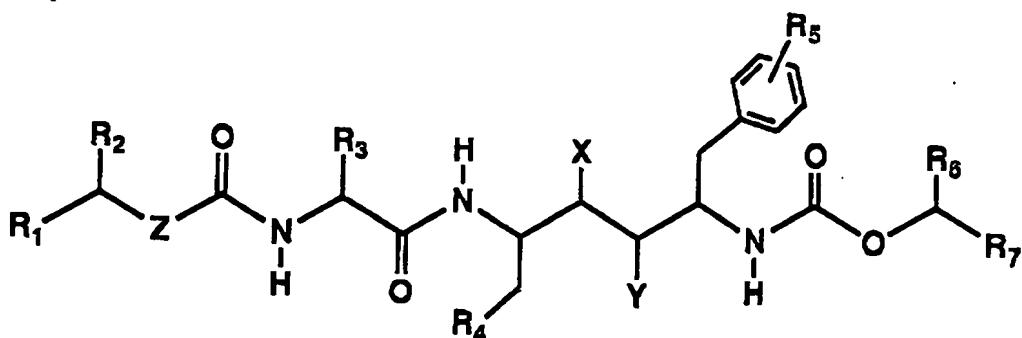
2. (amended) The compound of Claim 1 wherein R<sub>1</sub> is monosubstituted thiazolyl or monosubstituted oxazolyl; R<sub>2</sub> and R<sub>6</sub> are hydrogen; and Z is O or -N(R<sub>8</sub>)- wherein R<sub>8</sub> is  $C_1-C_6$  loweralkyl.

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3. (twice amended) A compound of the formula:



wherein R<sub>1</sub> is monosubstituted thiazolyl or monosubstituted oxazolyl wherein the substituent is selected from (i) C<sub>1</sub>-C<sub>6</sub> loweralkyl, (ii) C<sub>2</sub>-C<sub>6</sub> loweralkenyl, (iii) C<sub>3</sub>-C<sub>7</sub> cycloalkyl, (iv) C<sub>3</sub>-C<sub>7</sub> cycloalkyl C<sub>1</sub>-C<sub>6</sub> alkyl, (v) C<sub>5</sub>-C<sub>7</sub> cycloalkenyl, (vi) C<sub>5</sub>-C<sub>7</sub> cycloalkenyl C<sub>1</sub>-C<sub>6</sub> alkyl, (vii) C<sub>1</sub>-C<sub>6</sub> alkoxy C<sub>1</sub>-C<sub>6</sub> alkyl, (viii) benzyl-O-C<sub>1</sub>-C<sub>6</sub> alkyl, [(viii)] (ix) C<sub>1</sub>-C<sub>6</sub> thioalkoxy C<sub>1</sub>-C<sub>6</sub> alkyl, (x) benzyl-S-C<sub>1</sub>-C<sub>6</sub> alkyl, [(ix)] (xi) C<sub>1</sub>-C<sub>6</sub> alkylamino, [(x)] (xii) dl-C<sub>1</sub>-C<sub>6</sub> alkylamino, [(xi)] (xiii) phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from halo, C<sub>1</sub>-C<sub>6</sub> loweralkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyl-O-, benzyl-S- and C<sub>1</sub>-C<sub>6</sub> thioalkoxy, [(xii)] (xlv) phenyl C<sub>1</sub>-C<sub>6</sub> alkyl wherein the phenyl ring is unsubstituted or substituted as defined above, [(xiii)] (xv) dl-C<sub>1</sub>-C<sub>6</sub> alkylamino C<sub>1</sub>-C<sub>6</sub> alkyl, [(xiv)] (xvi) C<sub>1</sub>-C<sub>6</sub> alkoxy, (xvii) benzyl-O-, (xviii) benzyl-S- and [(xv)] (xix) C<sub>1</sub>-C<sub>6</sub> thioalkoxy;

R<sub>2</sub> is hydrogen;R<sub>3</sub> is loweralkyl;R<sub>4</sub> is phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from(i) halo, (ii) C<sub>1</sub>-C<sub>6</sub> loweralkyl, (iii) hydroxy, (iv) C<sub>1</sub>-C<sub>6</sub> alkoxy, (v) benzyl-O-, (vi) benzyl-S- and [(v)] (vii) thioalkoxy;R<sub>5</sub> is hydrogen, halo, C<sub>1</sub>-C<sub>6</sub> loweralkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyl-O-, benzyl-S- or C<sub>1</sub>-C<sub>6</sub> thioalkoxy;R<sub>6</sub> is hydrogen;R<sub>7</sub> is thiazolyl or oxazolyl wherein the thiazolyl or oxazolyl ring is unsubstituted or substituted with C<sub>1</sub>-C<sub>6</sub> loweralkyl;

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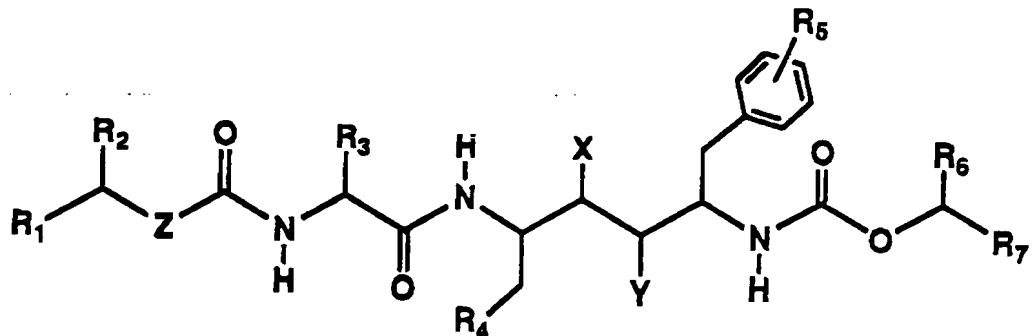
X is hydrogen and Y is -OH or X is -OH and Y is hydrogen; and

Z is -O- or -S-;

or a pharmaceutically acceptable salt, ester or prodrug thereof.

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5. (twice amended) A compound of the formula:



wherein R<sub>1</sub> is monosubstituted thiazolyl or monosubstituted oxazolyl wherein the substituent is selected from (i)  $C_1-C_6$  loweralkyl, (ii)  $C_2-C_6$  loweralkenyl, (iii)  $C_3-C_7$  cycloalkyl, (iv)  $C_3-C_7$  cycloalkyl  $C_1-C_6$  alkyl, (v)  $C_6-C_7$  cycloalkenyl, (vi)  $C_5-C_7$  cycloalkenyl  $C_1-C_6$  alkyl, (vii)  $C_1-C_6$  alkoxy  $C_1-C_6$  alkyl, (viii) benzyl-O-C<sub>1</sub>-C<sub>6</sub> alkyl, [(viii)] (ix)  $C_1-C_6$  thioalkoxy  $C_1-C_6$  alkyl, (x) benzyl-S-C<sub>1</sub>-C<sub>6</sub> alkyl, [(ix)] (xi)  $C_1-C_6$  alkylamino, [(x)] (xii) di- $C_1-C_6$  alkylamino, [(xi)] (xiii) phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from halo,  $C_1-C_6$  loweralkyl, hydroxy,  $C_1-C_6$  alkoxy, benzyl-O-, benzyl-S- and  $C_1-C_6$  thioalkoxy, [(xii)] (xlv) phenyl  $C_1-C_6$  alkyl wherein the phenyl ring is unsubstituted or substituted as defined above, [(xlii)] (xv) di- $C_1-C_6$  alkylamino  $C_1-C_6$  alkyl, [(xlv)] (xvi)  $C_1-C_6$  alkoxy, (xvii) benzyl-O-, (xviii) benzyl-S- and [(xv)] (xix)  $C_1-C_6$  thioalkoxy;

R<sub>2</sub> is hydrogen;

R<sub>3</sub> is loweralkyl;

R<sub>4</sub> is phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from

(i) halo, (ii)  $C_1-C_6$  loweralkyl, (iii) hydroxy, (iv)  $C_1-C_6$  alkoxy, (v) benzyl-O-, (vi) benzyl-S- and [(v)] (vii) thioalkoxy;

R<sub>5</sub> is hydrogen, halo,  $C_1-C_6$  loweralkyl, hydroxy,  $C_1-C_6$  alkoxy, benzyl-O-, benzyl-S- or  $C_1-C_6$  thioalkoxy;

R<sub>6</sub> is hydrogen;

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R<sub>7</sub> is thiazolyl or oxazolyl wherein the thiazolyl or oxazolyl ring is unsubstituted or substituted with C<sub>1</sub>-C<sub>6</sub> loweralkyl;

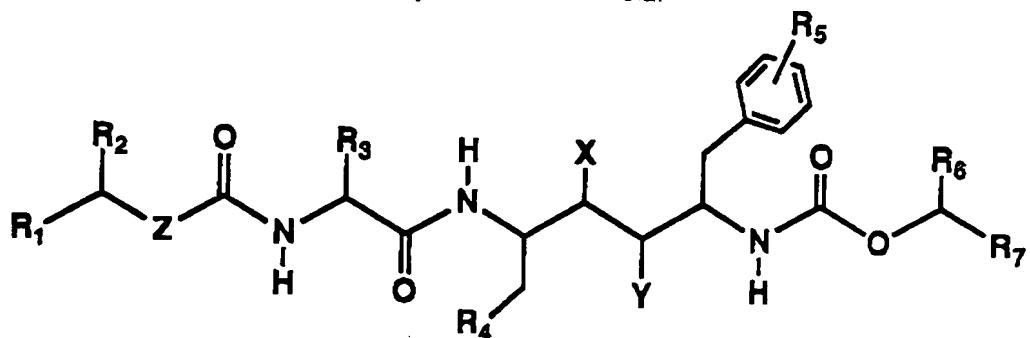
X is hydrogen and Y is -OH ;

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Z is -N(R<sub>8</sub>)- wherein R<sub>8</sub> is C<sub>1</sub>-C<sub>6</sub> loweralkyl or C<sub>3</sub>-C<sub>7</sub> cycloalkyl; or a pharmaceutically acceptable salt, ester or prodrug thereof.

6. (amended) The compound of Claim 5 wherein R<sub>1</sub> is monosubstituted thiazolyl or monosubstituted oxazolyl; and R<sub>8</sub> is C<sub>1</sub>-C<sub>6</sub> loweralkyl.

7. (twice amended) A compound of the formula:



wherein R<sub>1</sub> is monosubstituted thiazolyl or monosubstituted oxazolyl wherein the substituent is selected from (i) C<sub>1</sub>-C<sub>6</sub> loweralkyl, (ii) C<sub>2</sub>-C<sub>6</sub> loweralkenyl and (iii) C<sub>3</sub>-C<sub>7</sub> cycloalkyl;

R<sub>2</sub> is hydrogen;

R<sub>3</sub> is C<sub>1</sub>-C<sub>6</sub> loweralkyl;

R<sub>4</sub> is phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from

(i) halo, (ii) C<sub>1</sub>-C<sub>6</sub> loweralkyl, (iii) hydroxy, (iv) C<sub>1</sub>-C<sub>6</sub> alkoxy, (v) benzyl-O-, (vi) benzyl-S- and [(vii)] thioalkoxy;

R<sub>5</sub> is hydrogen, halo, C<sub>1</sub>-C<sub>6</sub> loweralkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyl-O-, benzyl-S- or C<sub>1</sub>-C<sub>6</sub> thioalkoxy;

R<sub>6</sub> is hydrogen;

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R<sub>7</sub> is thiazolyl or oxazolyl wherein the thiazolyl or oxazolyl ring is unsubstituted or substituted with C<sub>1</sub>-C<sub>6</sub> loweralkyl;

X is hydrogen and Y is -OH ; and

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Z is -N(R<sub>8</sub>)- wherein R<sub>8</sub> is C<sub>1</sub>-C<sub>6</sub> loweralkyl; or a pharmaceutically acceptable salt, ester or prodrug thereof.

11. (twice amended) A compound selected from the group consisting of:

(2S,3S,5S)-5-(N-(N-Methyl-N-((2-Isopropyl-4-thiazolyl)methyl)-amino)carbonyl)alaninyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;

(2S,3S,5S)-5-(N-(N-((2-Isopropyl-4-thiazolyl)methoxycarbonyl)valinyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;

(2S,3S,5S)-2-(N-(N-((2-Isopropyl-4-thiazolyl)methoxycarbonyl)valinyl)amino)-5-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;

(2S,3S,5S)-5-(N-(N-((2-Isopropyl-4-thiazolyl)methoxycarbonyl)alaninyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;

(2S,3S,5S)-5-(N-(N-((2-(N,N-Dimethylamino)-4-thiazolyl)methoxycarbonyl)-valinyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;

(2S,3S,5S)-2-(N-(N-((2-(N,N-Dimethylamino)-4-thiazolyl)methoxycarbonyl)-valinyl)amino)-5-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;

(2S,3S,5S)-5-(N-(N-((N-Methyl-N-((2-isopropyl-4-oxazolyl)methyl)amino)-carbonyl)valinyl)amino)-2-(N-((5-oxazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane; and

(2S,3S,5S)-5-(N-(N-((N-Methyl-N-((2-isopropyl-4-thiazolyl)methyl)amino)-carbonyl)valinyl)amino)-2-(N-((5-oxazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;

[(2S,3S,5S)-5-(N-(N-((N-Methyl-N-((2-isopropyl-4-thiazolyl)methyl)amino)-carbonyl)valinyl)amino)-2-(N-((5-isoxazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane; and

(2S,3S,5S)-5-(N-(N-((N-Methyl-N-((2-isopropyl-4-oxazolyl)methyl)amino)-carbonyl)valinyl)amino)-2-(N-((5-isoxazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;] or a pharmaceutically acceptable salt, ester or prodrug thereof.

Please add the following new claim:

-- 23. (2S,3S,5S)-5-(N-(N-Methyl-N-((2-Isopropyl-4-thiazolyl)methyl)-amino)carbonyl)valinyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane; or a pharmaceutically acceptable salt thereof. --